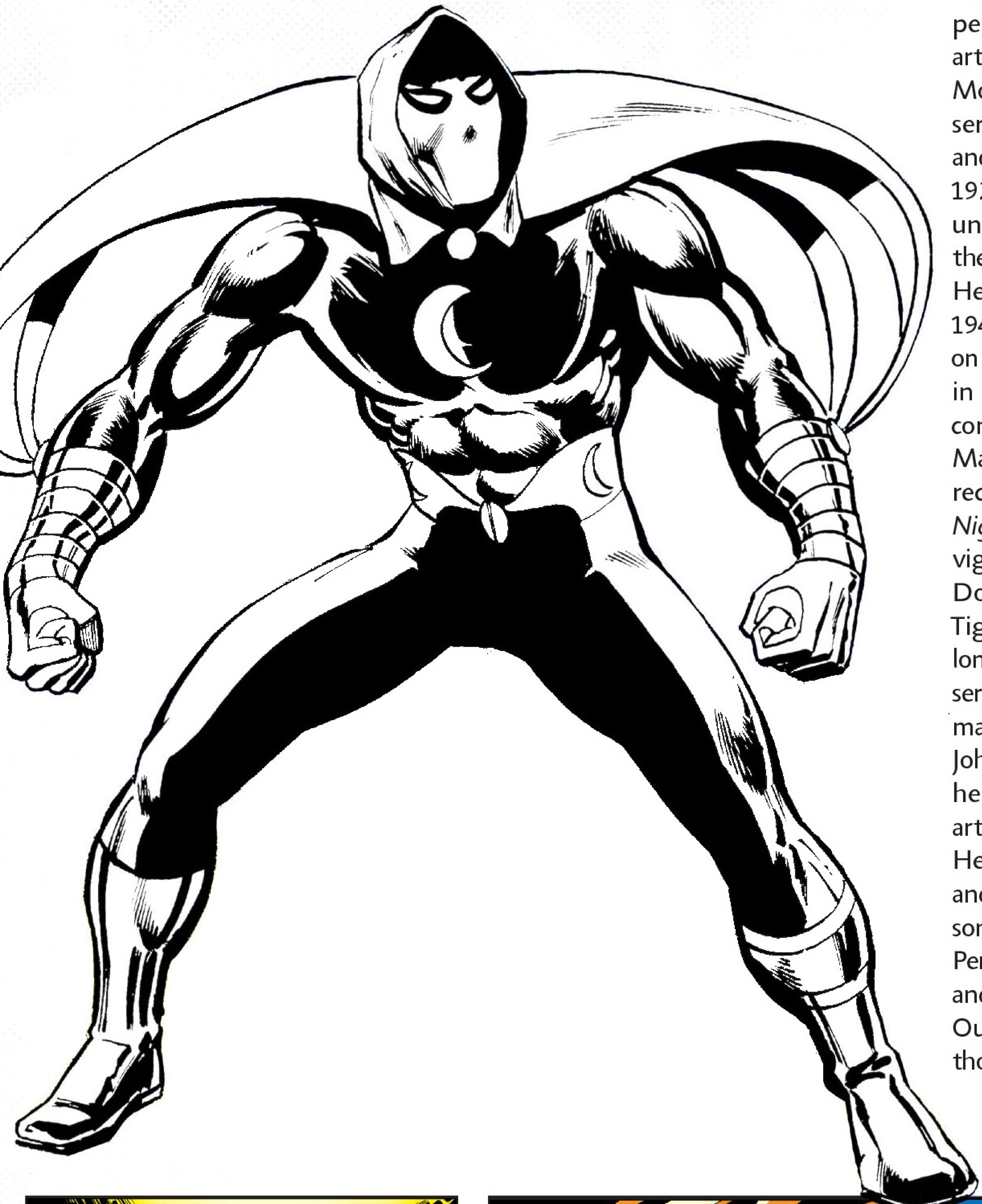
MARVEL
ULTIMATE
SPIDER-MAN
8
HICKMAN
CHECCHETTO | WILSON
AUG. 2024 | RATED T

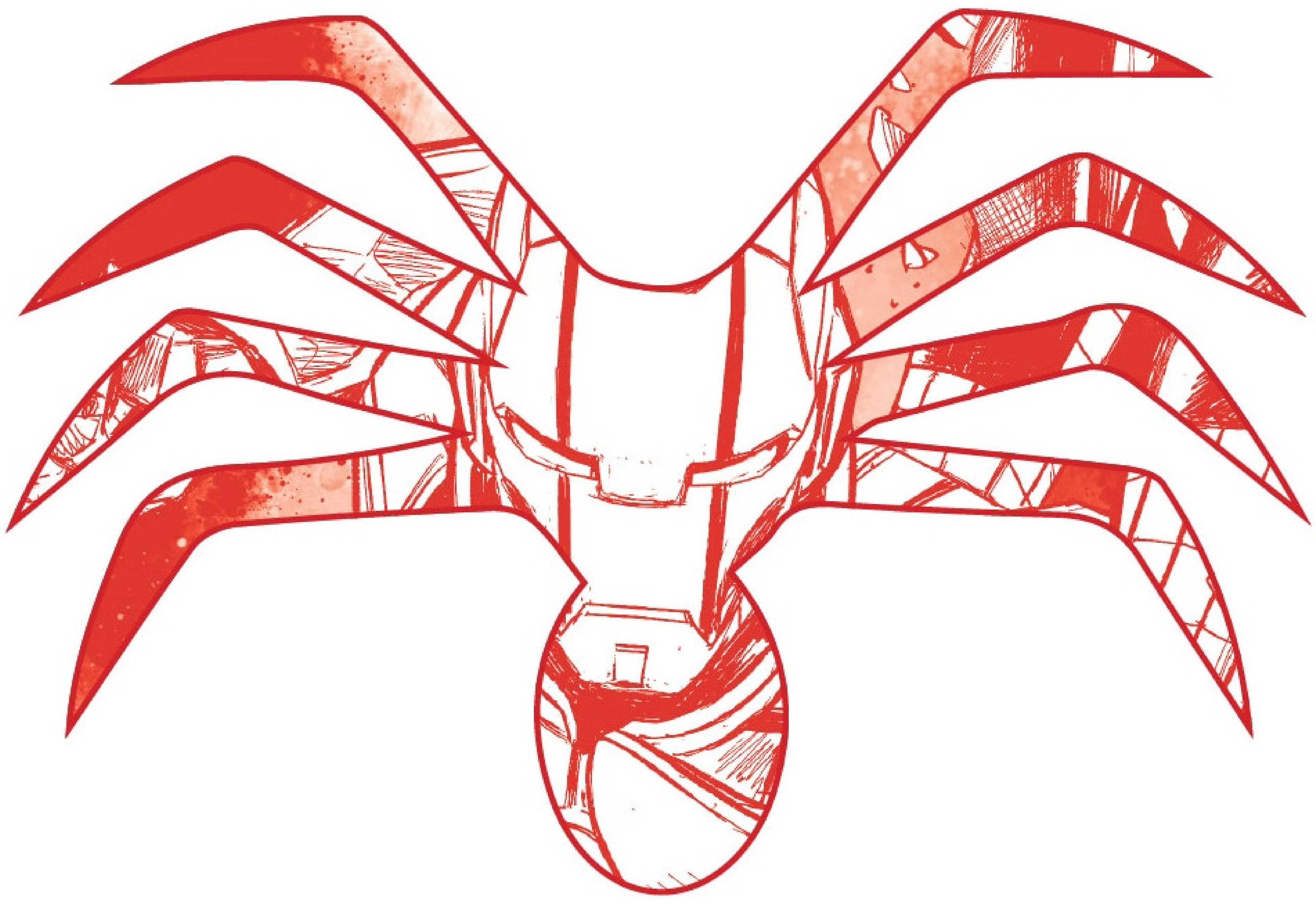
IN MEMORIAM

DON PERLIN

1929 - 2024



Marvel pauses to remember longtime penciler, inker and former managing art director Don Perlin, who co-created Moon Knight and was a mainstay on series such as *Defenders*, *Ghost Rider* and *Werewolf by Night*. Born Aug. 27, 1929, in New York City, Perlin studied under Burne Hogarth and attended the Cartoonists and Illustrators School. He began professional work in the late 1940s and would work with Will Eisner on *The Spirit* comics before being drafted in 1953. Perlin wouldn't come back to comics full-time until the 1970s, when Marvel Editor in Chief Roy Thomas recruited him to draw *Werewolf by Night*. In that series, he co-created the vigilante hero Moon Knight with writer Doug Moench. He also co-created Tigra with Tony Isabella and was the longest-running penciler on the *Defenders* series. In the 1980s, he became Marvel's managing art director, working under John Romita Sr. and, among other things, helping oversee the up-and-coming artists in the Romita's Raiders program. He moved on in the 1990s to Acclaim and Valiant comics, where he co-created some of their most important characters. Perlin was well-liked in the comics field and respected for decades of great work. Our hearts go out to his family and all those who knew and loved him.



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Twenty years ago, **THE MAKER** prevented a radioactive spider from biting a young **PETER PARKER**. He likewise prevented the creation of any other super heroes and formed a secret council to rule the world from the shadows.

Seven months ago, **TONY STARK** sent Peter that same radioactive spider along with a picotech suit and warnings of **THE MAKER'S COUNCIL**, a shadow organization that rules the world. Since then, Peter has used the incredible powers granted by the spider's bite to fight crime alongside **GREEN GOBLIN**, A.K.A. **HARRY OSBORN**, the co-C.E.O. of **OSCORP**.

When Peter and Harry were brutally defeated by **WILSON FISK**, the **KINGPIN** of Manhattan, Peter's entire family learned of his secret identity. But right now, Peter has a more pressing problem: Tony Stark has returned.

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SPIDER-MAN CREATED BY **STAN LEE** & **STEVE DITKO**

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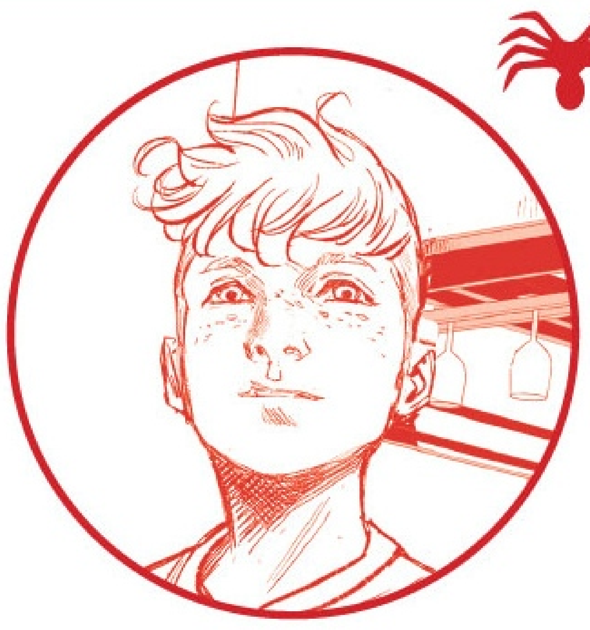
ULTIMATE SPIDER-MAN

CAST:

PETER PARKER
SPIDER-MAN

MJ WATSON-PARKER
PR GURU



RICHARD PARKER
PETER AND MJ'S SON

MAY PARKER
PETER AND MJ'S DAUGHTER

HARRY OSBORN
GREEN GOBLIN

GWEN STACY
BEN'S BUSINESS PARTNER

BEN PARKER
PETER'S UNCLE

J. JONAH JAMESON
BEN'S BUSINESS PARTNER

OTTO OCTAVIUS
OSCORP SCIENTIST

WILSON FISK
KINGPIN

2024

WED 5:00 PM HEAT INDEX
97
Boston
95
New York
102
Philadelphia
102
ashington, D.C.

AUGUST

I think we're going to be late.
...
Peter? I said, I think we're gonna be late.

Hello. Earth to Spider-Man.
Anybody home?
Sorry.
What were you saying?
We're gonna be late.
I was thinking you and Ben could swing by and grab the cake while the kids and I head straight over?
Yeah, of course. No problem.
Hey. You okay? Something wrong?
Well, I have a lot on my mind. Most of all...
Can you believe our kids are gonna be a year older?
No, I cannot. Because that means I'm a year older...
...and so are you.
Oh, by the way, don't forget to get candles when you pick up the cake.
Candles. Cake. Got it.
All right, kiddos. Let's go.
No. No. Not today.
We have a brand-new, very strict, no-costume policy at Parker birthday parties.

Well, that's *disappointing*. But tell the kids I said happy birthday.
What the--?
How... how are you *talking?*
I talk all the time, Peter. I believe we've even had conversations.
Okay. **Sure.** But that's when I'm wearing the suit. And you're just a voice in my head.
Yes. Same as right now. I'm not actually talking out loud. You're imagining this.
What?
Just kidding.
Hilarious. And people think I'm not funny.
And those people would be very, very wrong.
True. But *you...talking...* how in the world?

I'm a perfect replica of your psyche housed in a totally independent, completely adaptable pico shell.
Of course I can talk.
Okay. And what else can you do that I don't know about?
Oh...I can do all kinds of things, Peter.
I gotta go...*but we're going to talk more about this later.*
I look forward to it.
And please remember to wish the kids happy birthday for me.
"So I have questions about my suit..."

Three weeks ago.
Oh, yeah?
That's the first thing you want to ask me about?
Well, I have more...
And so do I.
But, yes, actually. I don't get it. Why is my suit so different than his... and yours for that matter?
It was the last breakthrough my father made before...
It...it was the last thing he made.
Anyway... the picotech is revolutionary. Way beyond anything I know how to make.
When I was putting together the packages to send back in time, I thought it should go to someone who might need it the most.
Something special...for someone special.
Thanks. Seriously, thank you. That's the nicest thing anyone has said to me all day...
I mean, this guy's been punching me for hours while the other sicko just watches.
Still, I gotta ask...what do you mean? What makes me so special?
You don't know? Of course you don't. How could you? You don't have the--
You're special because...well, you're top of the list.

List?
What list?
There's a database that exists.
When the guy who built this... great society was eliminating all potential resistance or opposition, there's a handful of heroes that he deemed "mission critical" to erase from history.
They're the ones who had to go. Top of the list.
Wait. That wasn't in any of the files.
We did learn about the Maker and what he did, but Otto's right. There was nothing in there about that.
You better not be lying.
I'm not.
And who are you supposed to be...in that suit of stolen armor?
Don't worry about that.
Hrmpt.
SHNNK
What the--?
Hrmpt!
See? Not so cool when someone does it to you, is it?

I know that face. You're Harry Osborn.
You stole my birthright.
Actually, I paid for it.
Pennies on the dollar?
After what I've learned? Fair price for a company run by traitors.
I went to bed one day, loving the world and seeing it how a child does...
...and then I woke up into a world of monsters and men. Never again able to sleep so soundly.
None of our fathers are perfect. *Especially* mine.
So what now?
The Maker returns in a little over a year.
Best get ready for him.
Where was I?
Excuse me?

Where was I? On the list?
You weren't on it. At all.
But if you're hanging out with this guy, I'm sure you'll grow into the suit.
So keep it. And the company. I've moved on to bigger things.
I guess we all have.
I'll be in touch.
He seems okay. What did you think?
Otto...
Yes?
We have to find a way to upgrade the security of our suits.

Now.
I'll have a deli sandwich. And we're in a hurry, son, so... *to go.*
...
Sir, this is a bakery.
Hey, Ben?
Yeah?
I don't remember Jonah being invited to the kids' birthday party.
...
Don't tell him I said this--*'cause he'll deny it*--but I think Jonah's a little lonely.
Really?
So it's like this: You got a bakery and that means you got bread. You take two pieces of that bread and just stick something in the middle. Maybe season it up. You do that, then you're golden.
Yeah.
He also brought a gift for Richard.
That's... *unusually* sweet of him.
He has his moments, Peter.
HAPPINESS CAKE
eat cake

Got a pickup for Parker!
That's me.
Candles?
They're in the box.
Great. *Thanks!*
Did he get anything for May?
I don't think he knows it's her birthday party too.
He didn't... How does he not?
Their birthdays are in the same month.
He has his moments, Peter. I didn't say anything about him stringing a series of them together.
Cream cheese on a croissant. That's what I'm eating. Is this what the world's come to? Is this all there is.
Did you tell him about the thing?
I hadn't got to it yet...
...I was waiting for the *right time.*
BILLY

What?
What?
The *Paper* officially launches next month.
When it does, we want you on board.
Ah. You see that look in his eyes, Ben? He's gonna try and negotiate.
Better let me handle this.
Hmmmm.
Guys, look, I've worked at the *Bugle* for over a decade. I've had other jobs, sure, but this is my *career.* There's security... I have a 401k...
...a family. I just...
Look, there's a lot of stuff going on in my life right now.
I'm just not sure it's the right time.
Are you really gonna say no to me?

You know, you're not making this easy.
And that's not a "no."
Of course it's not a "no."
Peter's a grown man and he's not afraid of hard choices.
Plus I'd have the two of you--*and this endless banter*--to look forward to every day?
And some weekends.
...
I'm going to have to talk to MJ.
Well...
...tell her you're getting a raise.

Later.
VESTMENTS
ARCADE'S
STAN'S
COFFEE
You're not beating me.
Of course I'm beating you, Dad. You're old and you're slow.
REX
SALE
SALE
TRAFFIC EN
No. I'm in my prime, kiddo.
...
But even if I wasn't, I'd still beat you.
DANCE DANCE
Come on, Dad. Are you really going to beat me on my birthday?
Don't sweat it, May. You got this.
But be careful. Your father's not the best dancer...
...but what he lacks in talent, he sure makes up for with effort.

Hey, kid.
Oh, hey, Mr. Jameson. I didn't know you were coming.
Well, I'm not normally much of a party person, but your uncle wanted me to tag along.
Don't tell him I said this, but I think he gets lonely sometimes.
Yeah?
He doesn't seem lonely.
That's because people do a very good job of hiding that.
Oh.
Do you ever get lonely, Mr. Jameson?
Of course not.
I'm the most interesting man in the world. Everywhere I go, people love me. *But...*

...when I was your age, I used to be lonely all the time.
STREET PUNCH
I didn't really have many friends at school. I was off reading in the library or in the back of class.
You know anybody like that?
STREET PUNCH
Yeah. Maybe...
What about when you were older? After school?
Well, it's different. Getting a job does that. You learn about purpose and responsibility, and that colors how you view everything.
Then it's no longer enough to be interesting or charming...or even popular.
BOBBLE BATTLE
ZAP
It's more complicated than that. So most people? They come and go...
...but if you're lucky, you meet someone who cares about the same things you do. Like I did, with your Uncle Ben.
Here. I got you something.
Whoa. You wrote a book?
I NEVER LIE
LIFE LESSONS FROM J. JONAH JAMESON
A couple years ago. I did it in my spare time. Between stories at the Bugle. I sent it to a couple of publishers, but no one was interested.
There's no accounting for taste, right?
So I published it myself. I think I actually lost money on it, but it was out in the world. It was mine.
And now it's yours.
This is really cool. Thanks, Mr. Jameson.

You're welcome, kid.
Who wants cake!
What d'you say we go join the party.
Yeah. I'd like that.
ECRET WAR

Fisk Tower.
Are they all here?
The last one is arriving now, sir.
I hope the task didn't prove to be too difficult.
Considering I didn't know that some of them even existed before this week, gathering the heads of the other five boroughs for this meeting was--*I admit*--a difficult job.
But it was a job well done, sir.
Only I can be the judge of that, Mr. Wesley.
Mr. Fisk, I've been with you for almost a decade. During that time, there isn't a single...*legitimate* business venture of yours that my hands haven't touched. My record is... ***exemplary.***
Yes. But this is your first step into the *real world,* James...
Are you sure you're ready for it?
I've been waiting my whole life for this, sir.
"Then tell me what you've learned so far."
"I've learned that while you rule Manhattan with an iron fist, the heads of the other five territories tend to be...less direct while exercising control.

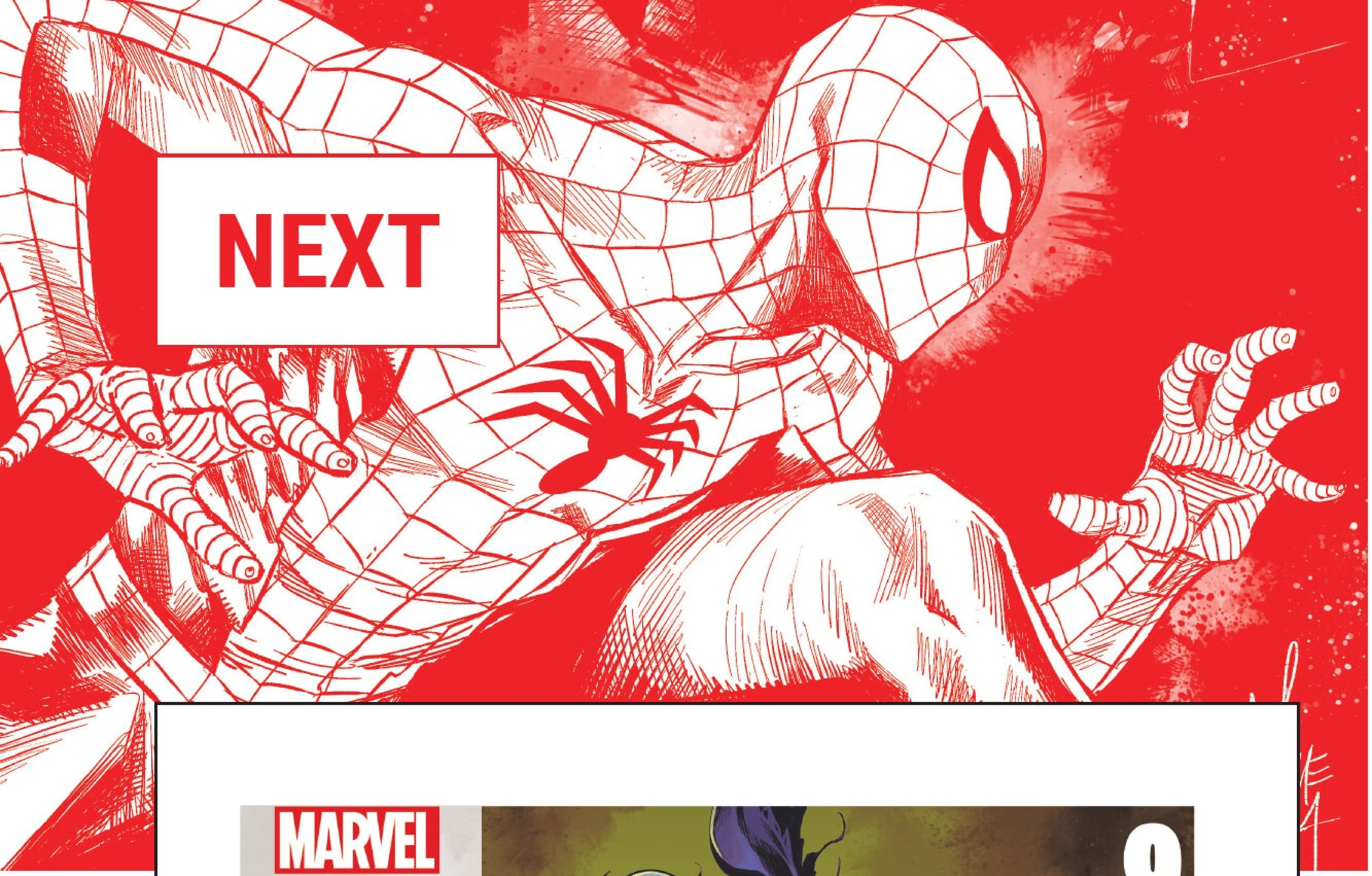
"Take Martin Li, for example. He's the C.E.O. of the F.E.A.S.T. Foundation by day.
"It's a philanthropic outreach that provides food and shelter for the needy of New York. Seemingly a good, possibly even great, man.
"But by night, he runs the gang known as the Demons who hold Queens tightly in their grasp.
"Their dominion is untraceable. The occasional enemy who threatens them often crumbles from within, only needing a light push to topple.
VIDEO SECURITY SYSTEM 24 HOURS
tral Bank
"I now know that this is because Mr. Negative possesses psychological superhuman abilities. Namely that of mind control.
"This is a secret closely held and easily maintained. After all, no reputable news organization would publish these rumors. And the *Daily Bugle* takes great pride in denying them.
"Mr. Li is reserved, predictable and your most dependable lieutenant.
"On the other hand, there's Walter Hardy.
Mr. Li, so nice of you to join us.
"Once considered the greatest top-floor thief in the world, the notorious Black Cat seemingly retired after having never been caught.
"Once retired, Hardy used his acquired wealth to consolidate and control his territory in the Bronx.
"He also started a family. Tragically, his wife passed away several years ago, leaving behind only a daughter.

"Outwardly, he appears to be the picture of a good soldier. Privately, we know he goes out on the prowl every night.
"He doesn't do it for money, he does it for the thrill. He's in this for entertainment...
"As such, his motivations are often unaligned with yours. I think that makes him dangerous.
To your health.
Thank you.
I don't see anyone else. Are we early?
No. You are much, much too late...
"More dangerous and more directed is Sergei Kravinoff.
...if you wish to catch someone like me.
"He is a billionaire oligarch, excommunicated from Russia during the Rasputin Purge.
"The mutants were very clear: He is no longer welcome in the motherland.
"He is a hunter, born of a long line of hunters. He has hunted, and killed, most everything that can be. And he always hunts in pairs...
"One he kills. One he saves. Both trophies he preserves. The former is displayed in his lair--the latter, for the public, in his zoo.
"I do not think he will be satisfied until he has killed one of everything.

"Until that day, the Hunter of Staten Island prowls.
Am I trying to catch you? No.
But if I were, I have eyes and ears all around New York. I hear everything I need to hear.
So long as your men are reliable.
And others are never as reliable as oneself.
No. My men are *always* reliable.
While I do love mind control...
It's not the same thing as loyalty, is it?
Must you do this every time?
No. But I do.
"Brooklyn is Mysterio's.
"Beyond that, of him we know nothing.
Mysterio...
Yes?
Have you gotten shorter since our last meeting?

Of course not.
Everyone hungry? Ready to wet your beaks?
"And the last of your lieutenants? Well...
Always up for fun and games...
But we're one short.
"Most people think there are five boroughs, but there are actually six.
He doesn't use the front door.
"The underworld is larger than all of the other five combined, and it is the foundation on which they rest.
"Some people think they can escape your iron fist.
Let's go inside.
"They think they can slip through the cracks. Disappear. Go underground. Well, that is *his* domain...

"The Mole Man is your oldest and most loyal comrade. So I would watch him closely...
"They always have the longest knives."
Hello, Wilson.
Must be something important to bring us all together.
Indeed.
This city is *mine.*
And what is mine I have divided over the years and given a portion to each of you...
But now it seems our city has an infestation. Some *rats* have *forgotten their place.*
And do you prefer that the six of us should *catch* them...
...or should we *kill* them?
Actually...
...I was thinking we could make a game of it.
TO BE CONTINUED...



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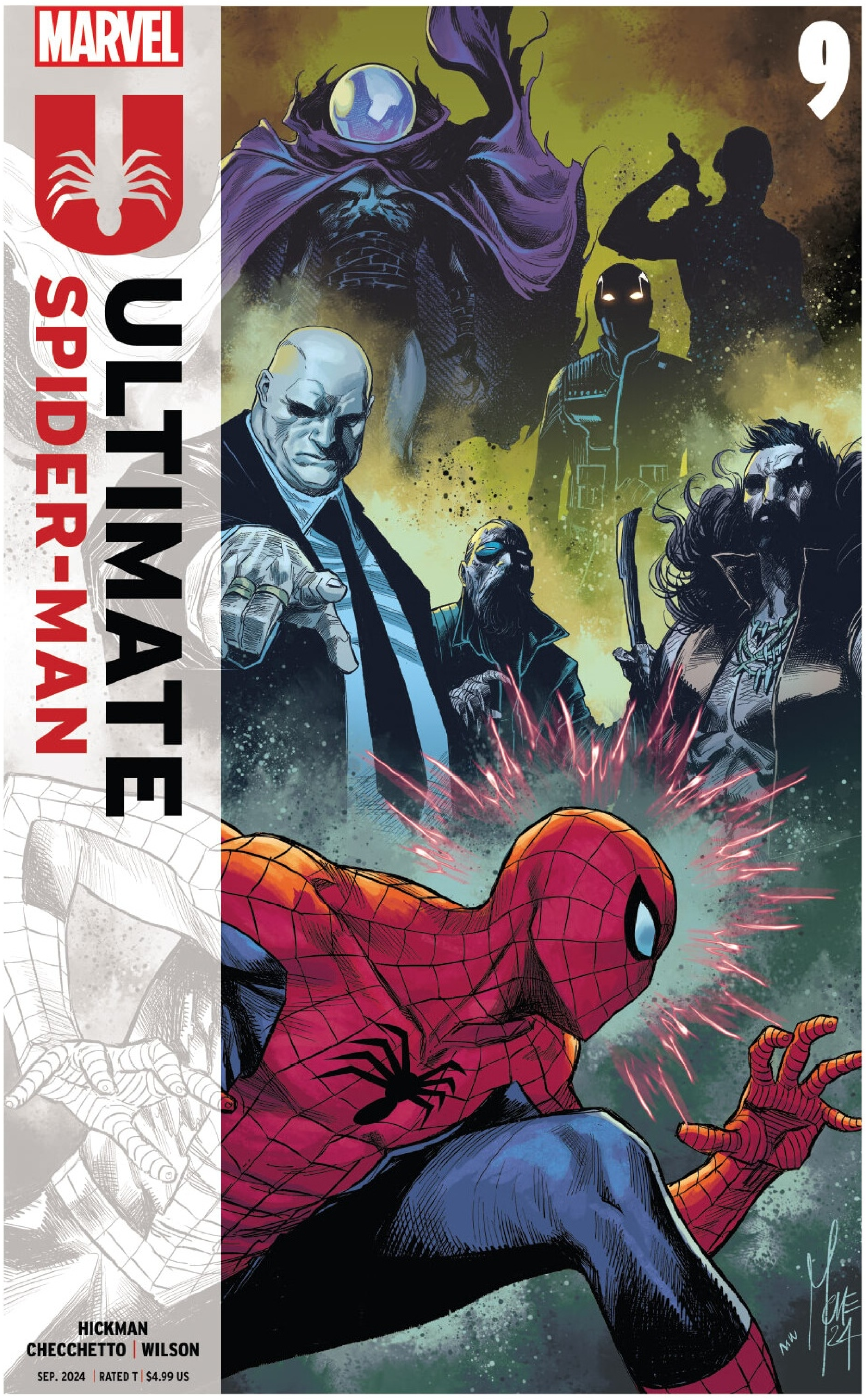

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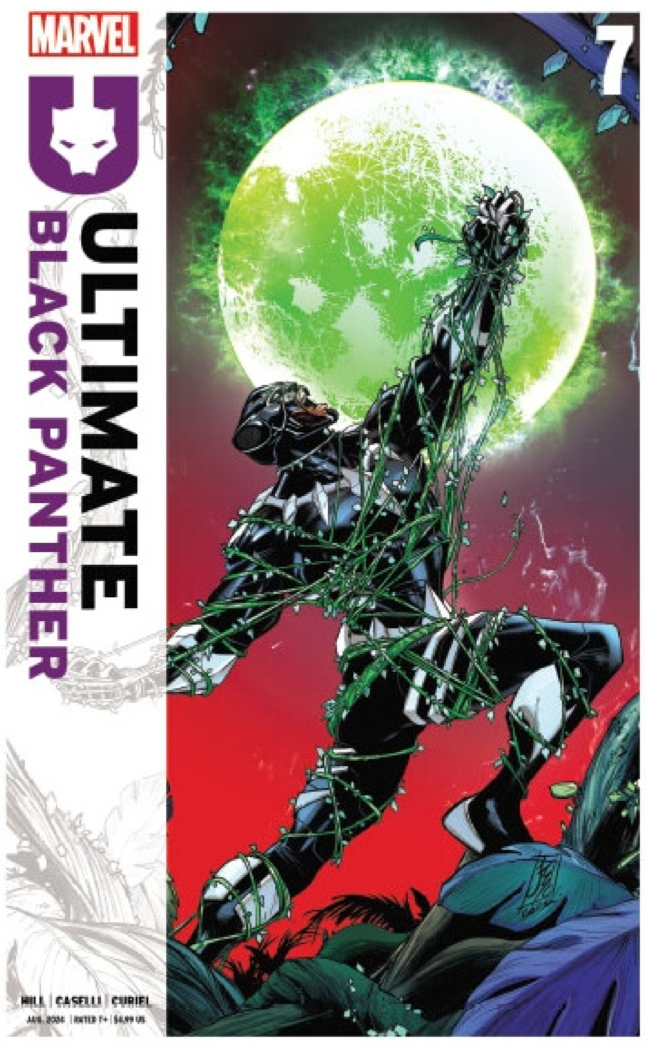

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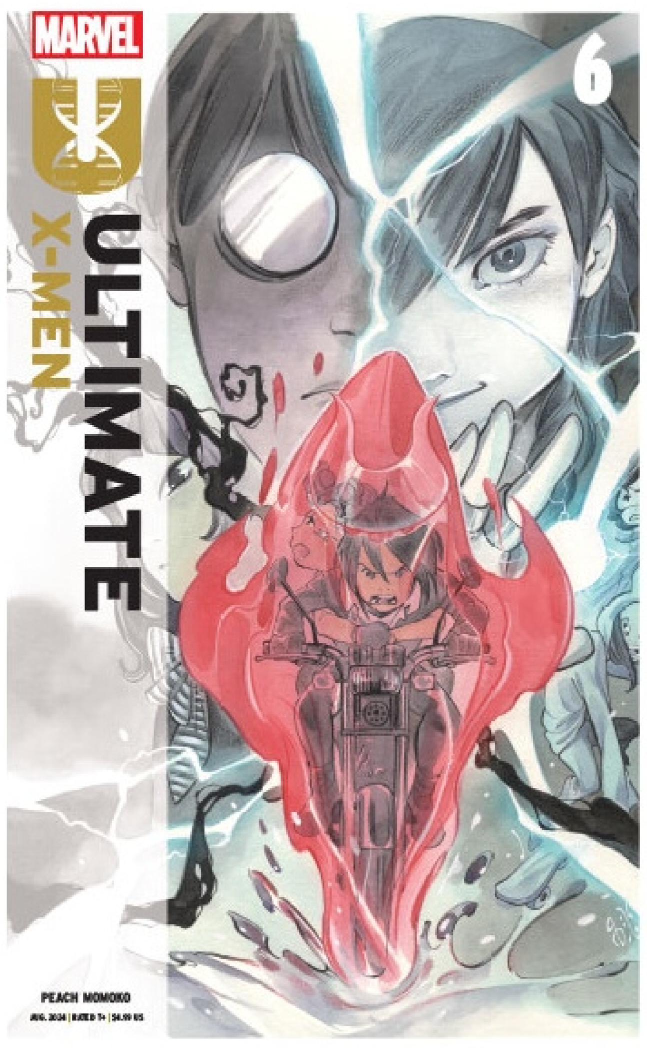

ULTIMATE X-MEN #6

BY **PEACH MOMOKO**

ULTIMATES #3

BY **DENIZ CAMP** & **JUAN FRIGERI**